

2013 ANNUAL MEETING PROPOSALS

Dear Eileen,

The following list contains the corrections I have made to the minutes. Some corrections are made by adding the existing context of the bylaw being changed, some correct the numbering, wording and additional wording your minutes overlooked. I have attempted to identify the member who made each of the motions as well. As you are aware some members made more than one motion and some motions addressed more than one section of the bylaws. Keep in mind those amendments which were proposed and amended by changing just a word by vote and approved after dropping or changing the word were carried with the approved change. When in doubt I checked the video of the meeting and consulted with those who read the proposed amendment using the color coded instructions used by the district bylaw committee.

The correction numbering system below (in blue print) is based on the order in which the motions appear in your minutes. The corrections to your minutes will be identified using this numbering system.

Items in red are repealed. Items in green are inserted as amendments. Items in black are unchanged.

Motion made by Margaret Marshall_ to amend and seconded from the floor,

(Eileen correction 1.) Article VII, Section 4. President The President shall:

- a. be the principal executive officer... Board of Trustees; **The president must be skillful in the use of Parliamentary Procedure and Roberts Rules of Order most recently revised edition or the board must hire the services of a [Registered] [Qualified] Parliamentarian to assist at all meetings at cooperative expense until the president has mastered the use of Roberts Rules of Order and Parliamentary Procedure; Motion carried as amended by majority of those assembled.**
- b. sign, with the Secretary...

Motion made by_Eileen Dodd to amend and seconded from the floor,

(Eileen correction 2) Article VIII, Section 8. Donations That no donations be awarded to adult or civic organizations. **There shall be no donations for any reason except for donations for student scholarships through the Socorro Electric Cooperative Foundation. Motion Carried.**

Motion made by Debbie Leschner, to amend and seconded from the floor,

(Eileen correction # 3) Article III, Section 4. Special District Meetings. Special meetings of the members in any district may be called by resolution of the Board of Trustees, or upon written request signed by any ~~three~~ TWO trustees, by the President, or by ~~ten/six~~ per centum or more... **Motion carried.**

Motion made by __Debbie Leschner, to amend and seconded from the floor, **(Eileen correction # 4) Article III, Section 5. Notice of Member's Meetings.** Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting ~~or annual meeting~~ at which business requiring special notice... **Motion carried.**

Motion made by Eileen Dodd to amend and seconded from the floor (Eileen correction # 5) Article V, Section 4, B. 1. Voting Members Lists. A Declared Candidates may receive the list of the district voting members names and addresses for the proper purpose of campaigning by making a request at the time he/she submits the declaration or shortly thereafter. Article V, Section 4, B. 2. A declared candidate shall sign an affidavit stating that the list shall not be used for any other purpose than campaigning for votes and that it shall not be sold or traded or used for any unlawful purpose. The cooperative shall create an affidavit form suitable for this purpose. The candidate shall return ~~[or destroy]~~ the list after the election. **The motion carried.**

Items in red are to be repealed. Items in green are inserted as amendments. Items in black are unchanged. ~~[Bracketed] items were proposed but removed or changed by majority vote during the meeting.~~

Motion made by __Debbie Leschner to amend and seconded from the floor

ARTICLE III Meetings of the Members

(Eileen correction #6) Section 1. Annual Meeting. The ~~regular~~ annual meeting of the members shall be held sometime between April 1 and May ~~[June]~~ 30 inclusive each year at such place in Socorro, in the County of Socorro, State of New Mexico, as shall be specified in the notice of the meeting, for the purpose of passing on reports for the previous fiscal year, and transacting such other business as may come before the meeting. **Motion carried as amended.** **(Eileen correction # 7)** A ~~[Registered]~~ - Qualified Parliamentarian shall be selected by the Board of Trustees from the New Mexico list of qualified parliamentarians of the National Association of Parliamentarians, to preside over the meeting with the assistance of the President of the Board. The Board of Trustees shall make adequate plans and preparations for the annual meeting. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Cooperative. **Motion Carried as amended.**

Motion made by _Debbie Leschner to amend and seconded from the floor, **(Eileen Correction #8) Article III, Section 2. Special Meetings.** Special meetings of the members may be called by resolution of the Board of Trustees, or upon a written request signed by any **three two** trustees, by the President, or by **ten six** per centum or more of all the members...
Motion carried.

Motion made by Ken Bostick to amend and seconded from the floor

(Eileen correction # 9) Article V, Section 2. Election and Tenure of Office All trustees shall be elected by secret ballot, from and by the members of the district they represent, to serve until the expiration of their four year term of office or until their successors shall have been elected...**present and voting. voting by mail, voting in person or voting by other means when allowed by these bylaws.** District meetings which are held for the election of trustees which fail to have a quorum **present** shall result in the incumbent trustee(s) serving until the next special meeting which will be held within one year 90 days. If the special meeting fails to have a quorum, then the incumbent trustee shall serve the remainder of his/her term **(3 years)**. No member of the Board of Trustees of the Socorro Electric Cooperative shall serve more than two consecutive terms. **(Effective 4/17/2010)**
Motion carried.

Motion made by Tom Dolan to amend and seconded from the floor, **(Eileen correction #10) Article V, Section 8 Division into Districts** For the purpose of assuring equitable representation on the Board as well as for other purposes of convenience to the Cooperative, the area served by the Cooperative is divided into **voting** districts. Hereafter, **no less then ninety days prior to an election the General Manager shall report the current member population by district. When there is a difference between the largest district and smallest district in excess of 10% or more, the Board of Trustees shall appoint a District Survey Committee, of five members, one from each district, who are not incumbent trustees nor shall become candidates for trustee within the next two years, nominated by the district members for the purpose of surveying, considering and weighing a method of justification for the creation of or changing of Districts, or selecting a consultant to help perform these duties at the cooperative's reasonable expense.** Upon completion of such survey a report will be made to the Board of Trustees; which report **will shall** be acted on by the Board of Trustees... **Motion Carried.**

Motion made by Margaret Marshall to amend and seconded from the floor, **(Eileen correction # 11.) Article III, Section 6. Quorum at all Meetings.** Three per centum of the total membership **voting in person or by mail** shall constitute a quorum. **Votes cast in person and votes cast by mail shall count equally to qualify the quorum. When electronic voting is permitted by these bylaws, each electronic vote cast shall count the same as one vote cast in person or one vote cast by mail. A QUORUM once established, SHALL BE DEEMED TO CONTINUE UNTIL ADJOURNMENT NOTWITHSTANDING THE VOLUNTARY WITHDRAWAL OF ENOUGH MEMBERS TO LEAVE LESS THAN A QUORUM.** If less than a

quorum is registered **in person and by mail** at the start of any meeting, a majority of those present may adjourn the meeting from time to time without further notice. The minutes of each meeting shall contain a list of the members **by name(s) registered voting in person and by mail**. These provisions shall apply equally to district meetings as well as general meetings of the members. **The third party election administrator shall verify the names of those members voting in person, by mail and when permitted in these bylaws, voting electronically. Motion carried.**

Motion made by Margaret Marshall to amend and seconded from the floor, (**Eileen correction # 12**) **Article III, Section 10. Order of Business at Annual Meetings** The order of business at the annual meeting of the members and, so far as possible, at all other meetings of the members, shall be essentially as follows; (**This Article and section are consolidated for convenience.**)

1. Registration and voting (This is the period during which members are recognized as having been enrolled or certified members, eligible to vote.)
2. Introduction of the [Registered] Qualified Parliamentarian by the Chairman of the Board (see also Eileen correction # 25)
3. Report by the election administrator on the number of members registered **in person in order to** and voting in person, by mail, and other means when permitted by these bylaws, in order to determine the existence of a quorum. (see also Eileen correction # 26)
4. Reading of the notice of the meeting and proof of the publication or mailing thereof, or the waiver of notice of the meeting as the case may be.
5. Reading of the unapproved minutes of previous meetings of the members and the taking of necessary action thereon.
6. Presentation and consideration of the **Treasurer's report of the Annual Audit and** reports of the other officers, trustees and committees. (see also Eileen correction # 26)
7. Reports of District Meetings.
8. Unfinished business.
9. New Business.
10. Adjournment. **Motion carried**

Motion made by Birdie Guinn, to amend and seconded from the floor,

(Eileen correction #13) Article III, Sectionn11. Order of Business at Annual District Meetings. The order of business at each Annual District Meeting of the members and, so far as possible, at all other district meetings of the members shall be as follows: *(This motion is consolidated for convenience.)*

1. Registration.
2. Casting of ballot votes for Trustees.
3. Call meeting to order. Refer to Article III Section 3. "The District Meeting shall be called to order by a the trustee representing such district, or in the absence of any such person, by another designated representative of the Board of Trustees, or, by a member residing within such district. Thereupon, the members of said District shall proceed to elect a chairman of the meeting, who shall not be a trustee, and a parliamentarian. The chairman so elected shall then appoint a secretary for such a meeting."
4. Report on the number of members registered in person in order to voting in person, by mail, and other means permitted in these bylaws in order to determine the existence of a quorum. *(see also Eileen correction # 27)*
5. Reading of the notice of the meeting and proof of publication or mailing thereof, or the waiver or waivers of notice of the meeting as the case may be.
6. Reading of the unapproved minutes of previous district meetings of the members and the taking of necessary action thereon.
7. Presentation and consideration of reports of officers, trustees and committees.
8. Report by trustees of the district.
9. Announcement of election results for trustee(s) by the Chairman.
10. Unfinished business.
11. New business.
12. Adjournment. **Motion carried.**

Motion made by__Debbie Leschner__ to amend and seconded from the floor,

(Eileen correction # 14) Article III, Section3. Annual District Meetings. A District Meeting of the members shall be held annually in each district sometime during the month of October or November, only in those years when there is an election of trustee(s), at such time and such place within each district as shall be specified by the Board of Trustees for the purpose of electing trustee (s), passing on reports for the previous fiscal year, electing a trustee in election years, and transacting such other business as may come before the meeting. It shall be the responsibility of the Board of Trustees to make adequate plans and

preparations for such meetings in time to enable the required notice to be given **in compliance with these bylaws**. The District Meeting shall be called to order by **a the** trustee representing such district, or **in the absence of any such person**, by another designated representative of the Board of Trustees, or, by a member residing within such district. Thereupon, the members of said District shall proceed to elect a chairman of the meeting, who shall not be a trustee, **and a parliamentarian**. The chairman so elected shall then appoint a secretary for such a meeting. **(The motion is continued below.)**

A certified copy of the minutes signed by the chairman and secretary of the meeting shall be delivered to the Secretary of the Cooperative before the last day of the calendar year during which the meeting was held. **In addition the Secretary of the cooperative and election administrator shall have prepared the list of those members voting in person and by mail during the meeting. The Motion carried.**

A motion was made and seconded from the floor to adjourn the meeting. After discussion Chairman Green called for the vote on the motion. The motion failed.

Motion made by Eileen Dodd to amend and seconded from the floor

**(Eileen correction #15and #16) Article XIII
Amendments**

Section 1. Alterations, Amendments, Repeals. These By-Laws may be altered, amended or repealed by the members at any **regular annual meeting** or special meeting **called for that purpose, a quorum being present** provided the notice of such **special or annual** meeting shall have contained a copy of the proposed alteration, amendment or repeal. **Motion Carried.**

Section 2. Proposal to Alter, Amend or Repeal. A proposal to alter, amend or repeal the By-Laws shall be incorporated in the notice of any regular or special meeting when such proposal is approved by a majority vote by the Board of Trustees; or, when approved by a majority vote of the members at a regular or special meeting; or, upon petition signed by ten percent of the members of each of the districts of the Cooperative. **Motion to repeal Carried.**

(Eileen correction # 17) Note: (Article VII Section 4. President: was repeated here. See EC # 1.) Motion made by Margaret Marshall to amend and seconded from the floor,

(Eileen correction# 18) Article VII, Section 5. Vice President. In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have the powers of and be subject to all the restrictions upon the President. The Vice President shall also perform such other duties as from time to time may be assigned to him/her by the Board of Trustees. **The Vice President should be adequately familiar with Parliamentary Procedure and Roberts Rules of order and if not has a duty to learn these procedures on a timely basis. The motion carried.**

Motion made by Margaret Marshall to amend and seconded from the floor (Eileen correction # 19) **Section 6. Secretary.** The Secretary shall perform all duties incident to the office of Secretary and such other duties as may be assigned him/her by the Board of Trustees. The secretary shall have mastered the bylaw provisions and the NMOMA as it applies to meetings of the Board of Trustees. The motion carried.

(Eileen correction # 20) **Section 7. Treasurer.** The Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be assigned him/her by the Board of Trustees. [The treasurer shall be capable of writing and presenting the treasurer's report at the meetings of members and explain in summary the auditor's report.] The Motion failed.

Motion made by__Eileen Dodd to amend and seconded from the floor,

ARTICLE VI

Meetings of Trustees

(Eileen correction # 21) **Article VI, Section 1. Regular Meetings.** One regular meeting of the board of trustees shall be held monthly, rotating among the 5 SEC districts at the time and place in each district as that district's trustee designates. Motion carried.

Motion made by__Eileen Dodd (continued)__ to amend and seconded from the floor

(Eileen correction #21.5) This meeting shall be advertised in monthly bill mailings and local newspapers. A section of the meeting agenda shall be reserved for member participation during which member/owners may address the board without prior approval of the board. A copy of the statement(s) made or question(s) asked shall be attached to the minutes noting the name(s) and district of the member(s) and any action requested or required shall be placed on the agenda of the next board meeting.

Motion carried. Motion made by__Eileen Dodd (continued) to amend and seconded from the floor

(Eileen correction # 22) **Article VI, Section 2. Special Meetings.** Special meetings of the Board of Trustees may be called by the President or any three two trustees, and it shall thereupon be the duty of the Secretary...Motion carried.

Motion made by Debbie Leschner, to amend and seconded from the floor

(Eileen correction # 23) **Article III, Section 7. Voting at all Meetings...** All questions shall be decided by a vote of a majority of the members voting thereon in person, by mail and other voting methods except as otherwise provided permitted by law, the Articles of Incorporation or these By-Laws. Motion carried.

Note: (EC # 24, 25, 26.1 and 26.2 are part of EC # 12. EC # 27 is part of EC # 13.)

Motion made by Birdie Guinn, to amend and seconded from the floor,

(Eileen correction #28) Article III, Section 12. Action by Members at District Meetings. Any proposition submitted at a District Meeting and adopted by resolution by a majority of the members voting, together with any document submitted with the resolution, must be reported to and submitted for consideration at the next **succeeding** annual meeting of members. **if the resolution so provides.** In the event one or more resolution(s) are adopted, one or more delegates may be elected to represent or speak for the district on behalf of such resolution or resolutions at the annual **or special** meeting at which such resolution or resolutions are to be reported or considered.

(EC # 28 continued) Section 13. Conduct of Meetings. At all meetings of the members, of the Board of Trustees, and any committees thereof, meeting procedure, except as provided by law **or**, Articles of Incorporation, **or these bylaws** shall follow the parliamentary guidelines set forth in Robert's Rules of Order **newly revised.**

EC # 28 continued.) Section 14. Fair Elections. The Socorro Electric Cooperative, Inc., Board of Trustees shall make adequate arrangements for, and assure Fair Elections, which include voting by mail and election administration by a third party accounting firm **or independent election administrator.** **Motion carried.**

Motion made by Birdie Guinn **(continued)** to amend and seconded from the floor,

Special resolution to be adopted at the 2013 Annual Members Meeting or Special Members Meeting called for this purpose. Resolved: In order to be consistent in the method of electing trustees during the 2012 and 2013 election cycle, we hereby require that the election administrators firm selected use a similar mail in ballot procedure to the one provided by Survey & Ballot Systems (SBS), to administer the District II and District III Trustee Elections using the standard specifications of their Direct Vote© System, which shall include: mail in ballots with postage paid both ways, 30 days for the return of ballots, one page of two sided print for instructions, candidate photos, short autobiographies and the ballot's postage paid return ballot envelopes. Be it further resolved that the dates, time and place of the District III and District II Members Meetings shall be decided by a vote of each district's members voting by mail and in person at the 2013 annual Members Meeting. **The Motion carried.**

Motion made by Ken Bostick, to amend and seconded from the floor,

(Eileen correction # 29) ARTICLE V, Trustees Section 1. General Powers. The business and affairs of the Cooperative shall be managed by a board of five trustees which shall exercise all of the powers of the Cooperative except such as are by law, the Articles of Incorporation or these By-Laws conferred upon or reserved to the members. **Any proposal or resolution approved by the majority vote of the board of trustees to adopt, amend or repeal these bylaws, together with any document submitted with the proposition, must be reported to and submitted for consideration at an annual district members' meeting or special district members' meeting called for that purpose, and if approved by the members**

of the district, a quorum being established, as submitted or as amended at the district meeting, the proposition(s) shall be reported and considered for ratification by the membership at the next regular Annual Members' Meeting, if the resolution so provides.

Motion Carried.

Motion made by Eileen Dodd to amend and seconded from the floor, **(Eileen correction # 30)** **Article V, Section 4. Board of Trustee Elections** A. Public Notice: Sixty (60) days before the date of a district meeting... B. Declaration of Candidacy. A candidate for the office of trustee shall file a declaration of candidacy in the office of The Socorro Electric Cooperative, Inc. in Socorro, New Mexico, after the printed notification of the election and before 4:00 P.M. on that day 45 days before the date of the District Meeting. The declaration shall contain the name of the candidate, a notarized statement of eligibility. , and, if there be more than one (1) position, which position is sought. **The motion carried.**

Motion made by Eileen Dodd to amend and seconded from the floor, **(Eileen correction # 31)** **Article V, section 4, C. Ballots:** Ballots shall be furnished by the Cooperative Independent Elections Administrator as Follows: for mail in voting, which shall include the administrator's security procedures and features and shall allow a period of 30 days prior to the announced cutoff date for members to return completed mail in ballots. The envelope will contain the mail in ballot instructions, ballot and shall contain the name of each candidate for a position on the Board of Trustees; a picture and brief autobiography of each candidate, stating their qualifications, purpose and goals, included with all ballots. Voting machines may be used in lieu of ballots for the recording of votes cast in person at a district election. On line voting shall be allowed using the election administrator's system and instructions when approved by the membership at a future annual meeting or special meeting called for that purpose. **The motion carried.**

(Eileen correction # 32) **Article V, section 4,** D. Election Administrator and Election Officials: The Board of Trustees shall appoint three (3) or more election officials and designate one individual so appointed to serve as chairman of the election officials for the district meeting. Election officials, who must be members of the district, **(Continued below)**

(Eileen correction # 32.1) D.1). The independent election administrator will supervise the election to include: election officials, registration, balloting, counting of the all voting and safeguarding all voting material. The administrator chairman will certify the registration and tally the votes cast. in person and by mail. The administrator shall assure that no mail vote duplicates a vote in person, (i. e. voting twice). **(Continued below)**

(Eileen correction # 32.2) D. 2). One election official and two alternates shall be selected from each district by the trustee(s) of each district. **The motion failed.**

Motion made by Eileen Dodd to amend and seconded from the floor, (Eileen correction # 33) E. Voting: Each member may cast one vote for one candidate for each office of trustee. to be filled. The candidate or candidates, if there be more than one regular vacancy, receiving the greatest number (plurality) of votes shall be declared the official trustee, or trustees, of the district. **Motion carried.**

Motion made by Eileen Dodd to amend and seconded from the floor

(Eileen correction # 34) F. Certification: The minutes of such meeting shall set forth the name of each candidate, the number of votes received by each and shall specify the official trustee, or trustees, elected to fill the office or offices of trustee of the district. **Motion carried.**

Motion made by Eileen Dodd to amend and seconded from the floor (Eileen correction # 35) **Article V, Section 5. Removal of Trustees.** Any member may bring charges against a trustee of his/her district and, by filing with the Secretary such charges in writing together with a petition signed by at least ten six per centum... The question of the removal of such trustee shall be considered and voted upon by majority vote In person at the district meeting of the members and any vacancy created by such removal may be filled by a vote in person or by mail to fill the vacancy within 90 Days of the members during such meeting without in compliance with the foregoing provisions with respect to nominations. **The motion carried.**

Motion made by Tom Dolan, to amend and seconded from the floor, (Eileen correction # 36) **Article V, Section 7. Compensation.** Trustees shall not receive any salary for their services as such, except that members of the cooperative may, by resolution, or by amendment to these By-Laws authorize a fixed sum for each day or portion thereof spent on Cooperative business, such as attendance at meetings, conferences, and training programs or performing committee assignments when authorized by the Board Policy. If authorized by the Board Policy, trustees may also be reimbursed for reasonable expenses actually and necessarily incurred in carrying out such Cooperative business or granted a reasonable per diem allowance in compliance with IRS requirements. by the Board in lieu of detailed accounting for some of these expenses. All funds advanced or otherwise paid to cover such expenses shall be evidenced as incurred by legible, detailed receipts presented to the General Manager or his/her designee within 30 days of the date of the event for which the advance was issued. Any excess above expenses actually incurred shall be returned to the co-ops general funds by the trustee, employee, contractor or other agent of the co-op receiving such funds....

(EC # 36 continued) All expenses incurred by the Trustees of The Socorro Electric Cooperative, Inc., on behalf of a trustee shall not exceed \$10,000 per year, with the exception of the President of the Board of Trustees for which the limit shall be \$15,000 per year. If a trustee incurs less than the above limit in a twelve month period, the remaining balance shall be added (carried over) to the limit for the succeeding twelve month period. [This provision is retroactively effective as to amounts remaining within the fiscal year (1/31 through 12/31 annually)]. This sum, with the exception of the NMRECA delegate's costs, includes but is not limited to: per diem payment, insurance, travel, conference fees, meals-regardless of whether those payments are made based on a schedule of payments or as reimbursement of actual expenses, and regardless of whether those payments are made directly to a trustee or on behalf of the trustee to accomplish business for the SEC. **The motion carried as amended removing bracketed language.**

Motion made by Buster Green to amend and seconded from the floor, (Eileen correction # 37) Article VII, **Section 9. Attorney** The Board of Trustees shall appoint an attorney to represent the interest of the cooperative corporation for the benefit of the membership. The appointment shall be for a term of one year subject to the vote of the members at the annual members' meeting to renew the appointment annually. The attorney must assure that the bylaws are in compliance with all laws, regulations and contracts. It shall be his/her duty to advise and enforce the cooperative's bylaws and compel the Board, Trustees and Officers to perform their obligations in strict accordance with the bylaws. The attorney among other duties, is authorized to sue Trustees individually or as the Board on behalf of the corporation to achieve compliance with the bylaws, which are lawful and reasonable as a result of the attorney's diligence in performing his/her responsibilities in the best interest of the corporation's owners-members. The attorney shall assist the district members in their exclusive right to alter, amend, repeal and create the bylaws by which their corporation is to be governed. The attorney shall handle the matters requested by the General Manager and when required by a majority vote of the Board, provide counsel on particular legal questions in writing. It shall not be necessary that the attorney attend all board meetings but shall do so upon request of the majority vote of the board. **The motion carried.**

There being no further items open for discussion, Chairman Green accepted the motion to adjourn the meeting.

I hereby certify that these are the draft minutes of the District V Members' meeting Of 2012.

_____, Chairman, December 27, 2012

_____, Secretary, December , 2012

